STARWOOD
HOTELS & RESORTS WORLDWIDE, INC.

JAMES D. LATHAM
Senior Vice President & General Counsel
Hotel Group

October 11, 1999

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Rec'd OCT 14 1999
Ans'd C JOHN ARGUE (REIG - 3866)
MARTIN GOTTLIEB
WILLIAM WALLACE (FAZ)

Re: 2660 Woodley Road Joint Venture

Dear Malcolm,

This will acknowledge receipt of your letter dated September 28, 1999.

Please explain the "number of reasons" why the final accounting of the joint venture has been delayed. The closing occurred on January 15, 1999 and a nine month delay in making final distribution – or even a partial distribution - is unreasonable and a breach of the Managing Partner's fiduciary obligation to its other partner. At such a time as distribution is made, we will, of course, along with a complete accounting, expect interest on our partnership share from the date of the closing.

Very truly yours,

James D. Latham

JDL/jd

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